

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:)
) Chapter 11
)
LEHMAN BROTHERS HOLDINGS INC., *et al.*,) Case No. 08-13555 (JMP)
)
)
)
Debtors) (Jointly Administered)
-----X

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

BedRok Securities LLC
Name of Transferee

Oaktree Opportunities Fund VIII Delaware, L.P.
Name of Transferor

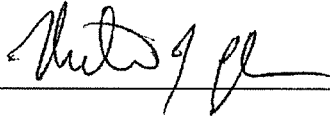
Name and Address where notices to transferee
should be sent:

BedRok Securities LLC
Attn: Rick Caplan
555 Theodore Fremd Avenue
Suite C-301
Rye, New York 10580

Case No.: 08-13555
Court Claim No.: 67462
Amount of Claim Transferred: \$8,840,156.45
Date Claim Filed: 4/19/2011
Debtor: Lehman Brothers Holdings Inc.

Name and Address where notices to transferor
should be sent:

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 

Transferee/Transferee's Agent

Date: January 28, 2014

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **OAKTREE OPPORTUNITIES FUND VIII DELAWARE, L.P.** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **BEDROK SECURITIES LLC** ("Assignee"), an undivided interest in \$8,840,156.45 of Assignor's right, title, interest, claims¹ and causes of action in and to, or arising under or in connection with KeyBank National Association's claims set forth in Proof of Claim Number 28819, as amended and supplemented by Proof of Claim Number 67462 (collectively, the "Claim"), against Lehman Brothers Holdings, Inc. (the "Debtor"), the debtor-in-possession in Case No. 08-13555 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all other proofs of claim filed by Assignor with the Bankruptcy Court in respect of the Assigned Claim.

Assignor hereby waives any objection to the transfer of its ownership interest in and to the Claim assigned to Assignee (the "Assigned Claim") on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.


¹As that term is defined in 11 USC § 101(5).


IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on January 28, 2014.

**OAKTREE OPPORTUNITIES FUND VIII
DELAWARE, L.P.**

By: Oaktree Fund GP, LLC
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: 
Name of person signing: Richard Ting
Title of person signing: Authorized Signatory

By: 
Name of person signing: Mahesh Balakrishnan
Title of person signing: Authorized Signatory

BEDROK SECURITIES LLC

By: _____
Name of person signing: _____
Title of person signing: _____

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on January 28,
2014.

**OAKTREE OPPORTUNITIES FUND VIII
DELAWARE, L.P.**

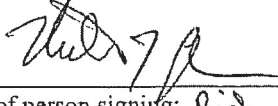
By: Oaktree Fund GP, LLC
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: _____
Name of person signing: _____
Title of person signing: _____

By: _____
Name of person signing: _____
Title of person signing: _____

BEDROK SECURITIES LLC

By:  _____
Name of person signing: Rick Cooper
Title of person signing: President

KB